

## AAR 2018 Investor Day

New York January 11, 2018

## **Forward-Looking Statements**

This presentation includes certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on beliefs of Company management, as well as assumptions and estimates based on information currently available to the Company, and are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, including those factors discussed under Item 1A, entitled "Risk Factors," included in the Company's Form 10-K for the fiscal year ended May 31, 2017. Should one or more of these risks or uncertainties materialize adversely, or should underlying assumptions or estimates prove incorrect, actual results may vary materially from those described. These events and uncertainties are difficult or impossible to predict accurately and many are beyond the Company's control. The Company assumes no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. For additional information, see the comments included in AAR's filings with the Securities and Exchange Commission.

## Agenda

Company Overview	David P. Storch – Chairman & Chief Executive Officer	
<b>Operations Review</b>	John M. Holmes – President & Chief Operating Officer	
	Sal Marino – Senior Vice President, Parts Supply	
	Eric Young – Senior Vice President, OEM Aftermarket Solutions	
	Nicholas Gross – Senior Vice President, Government Programs	
Financial Overview	Michael D. Milligan – Chief Financial Officer	
Q&A	Jason B. Secore - Treasurer	
Closing Comments	David P. Storch – Chairman & Chief Executive Officer	

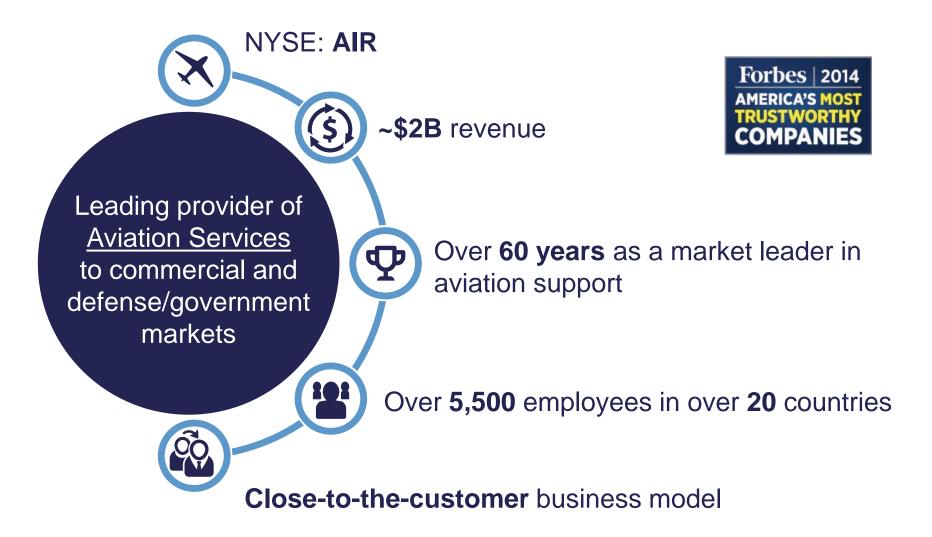


## DAVID P. STORCH

**Chairman & Chief Executive Officer** 

- Chairman of AAR (2005-Current)
- Chief Executive Officer (1996-Current)
- President & Chief Operating Officer (1989-1996)
- President of AAR Trading Group (1987-1989)
- Education: BA from Ithaca College





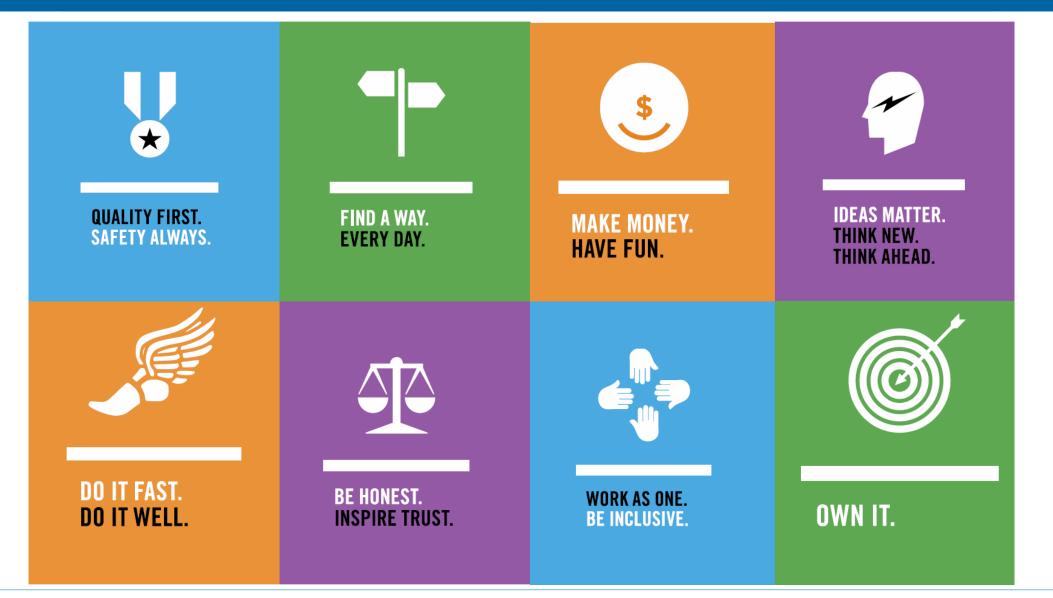


To be the best at designing and delivering technical, operational and financial solutions to enhance the efficiency and competitiveness of our commercial aviation and government customers

DOING IT RIGHT



## **Our Values**

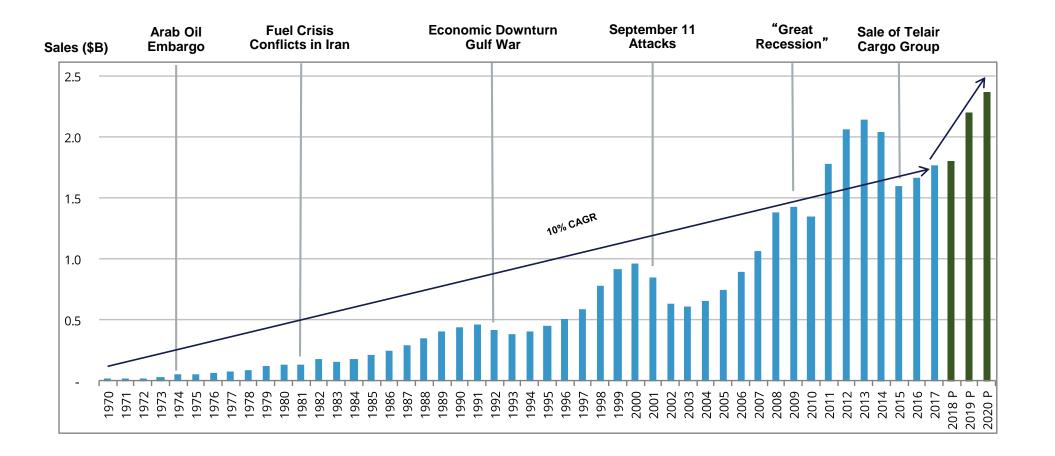


- Continued growth projected in revenue and earnings
- Leadership position in value-added Aviation Services markets
- Long-term favorable aftermarket growth trends
- Diverse global base of commercial and government customers
- Strong balance sheet with substantial available liquidity
- Strong growth in commercial and government programs
- Focus: Cash Flow Generation, Margin Improvement and ROIC

#### **Commitment to Strong Shareholder Returns**



## **Navigated Through Five Major Industry Cycles**



After Each Down Cycle, AAR Has Emerged as a Stronger Company



## AAR Transformation – Two years in the making

#### Focus on being an industry-leading Aviation Services company

- Industry-leading parts distribution and trading in aftermarket
- Growth in Government Programs: secured \$4.1B (\$3B for INL/A-WASS) in new contracts over the last two years
- Growth in Commercial Programs: secured \$1.3B across 20 contracts over the last two years
- Further MRO facility expansion; strengthening our position as the largest operator in North America and 3<sup>rd</sup> largest globally

#### Shift in Expeditionary Services segment

• COCO (Contractor Owned, Contractor Operated) to GOCO (Government Owned, Contractor Operated)

#### **Strong financial position**

- Net Debt to Adjusted EBITDA remains less than 1.5x
- \$300+ million of liquidity
- BB+ rating from S&P

## **Company Overview**

#### Aviation Services (~84% of sales)

#### Commercial 75% | Government 25%



#### **MRO SERVICES**

- Airframe
- Landing gear systems
- Components
- Engineering



PARTS SUPPLY

- Trading
- OEM aftermarket solutions



INTEGRATED SOLUTIONS

- Commercial & government
- Flight hour programs
- Performance-based logistics (PBL)
- Total fleet services

#### Expeditionary Services (~16% of sales)

#### Government 80% | Commercial 20%



AIRLIFT

- Aerial Transport
- Passengers & cargo
- Fleet management & operations



MOBILITY

Mobile tactical

Integrated

centers

shelter systems

Pallets & containers

command & control



COMPOSITES

- Interior structures
- Flat panels
- Aerostructures

### **AAR Global Presence**

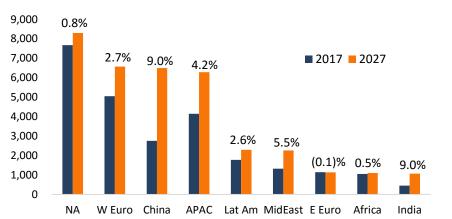


**Strategically Located in Close Proximity to Key Customers** 

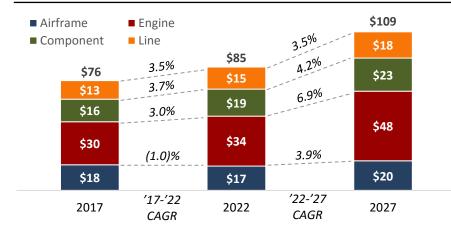


## **Commercial Market Perspective**

#### Fleet Size and Growth by Region



MRO Market (\$B)

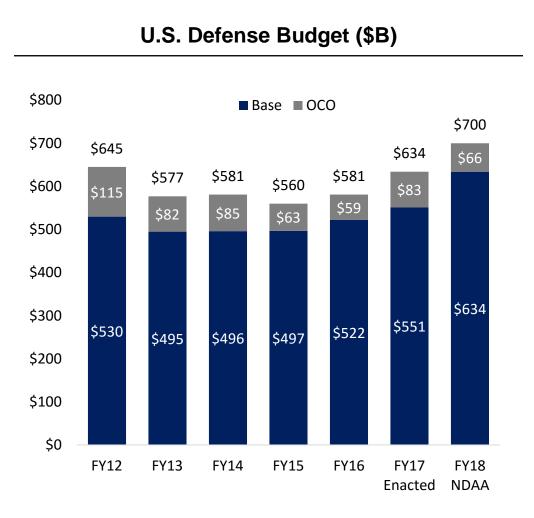


**Doing It Right** 

Source: Oliver Wyman

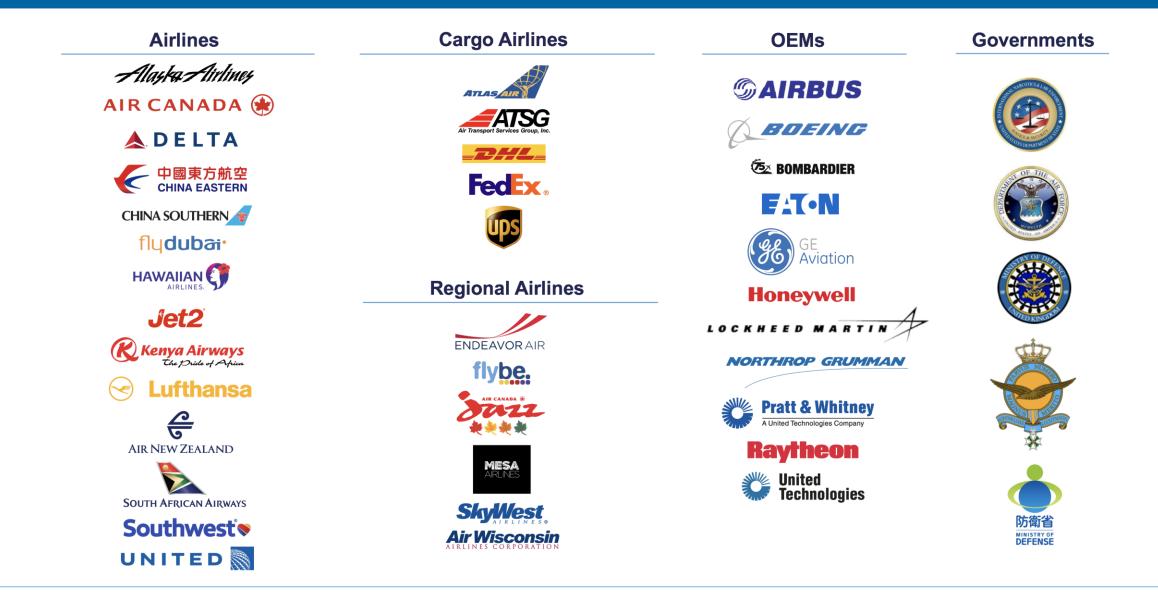


- Fleet growth largest in Asia, especially China and India
- Opportunity for more robust maintenance infrastructure
- Consolidation has created more structurally strong carriers
- Growth in commercial markets
- International majors are under pressure from Middle East
  - New opportunities for outsourcing
- Aircraft deliveries driving accelerated retirements and younger fleet
  - · Growth in used serviceable materials
- Increased data generation from newer aircraft is changing competitive dynamics
  - · Opportunity to forecast demand more accurately



- High global geopolitical tensions
  - Emphasis on readiness
- U.S. defense spending expected to increase despite budget pressures; Budget Control Act cap relief likely to continue
  - · Spend on new equipment modernization and recapitalization
- Increased opportunities in Foreign Military Sales (FMS)

## **Strong Industry Relationships**



## JOHN M. HOLMES

## President and Chief Operating Officer AAR

(16 years with AAR CORP)

- President and Chief Operating Officer (2017-Current)
- Chief Operating Officer, Aviation Service (2015-2017)
- Group Vice President, Aviation Supply Chain (2012-2015)
- General Manager AAR Allen Asset Management (2003-2012)
- Director of Mergers and Acquisitions (2001-2003)
- Prior to AAR, investment banking and private equity
- Education:
  - MBA from University of Chicago
  - BS, Finance from University of Illinois

## **Aviation Services | Parts Trading and Distribution**

## **PARTS SUPPLY (TRADING)**

Largest trading company providing airframe and engine assets to airlines, MROs, component repair facilities, leasing companies and other parts providers

## PARTS SUPPLY (DISTRIBUTION)

Largest independent aviation distributor, serving as a commercial and government aftermarket channel multiplier under long-term agreements with component OEMs



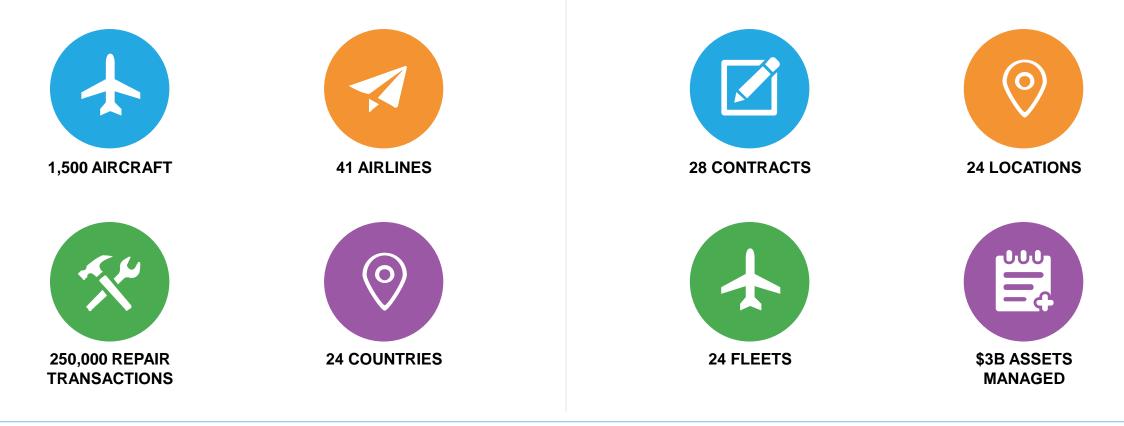
## **Aviation Services | Integrated Solutions (IS)**

## **IS - COMMERCIAL**

Largest independent and third largest power-by-the-hour (PBH) component repair, inventory pool access and logistics management provider in the world.

## **IS - GOVERNMENT**

Provide third party logistics, supply chain performance-based logistics (PBL) and contractor logistics support (CLS) to US Armed Services, Foreign Governments and OEMs





## **Aviation Services | MRO**



#### **Airframe Maintenance Facilities**

**Technicians** 



## **Expeditionary Services** | Airlift, Mobility & Composites

#### AIRLIFT

Provider of both contractor and government owned (COCO & GOCO) aviation services



#### MOBILITY

Total Solution Provider; designs, manufactures, integrates and services a variety of products to support military and disaster relief operations



COMPOSITES

Leader in the design, fabrication and assembly of

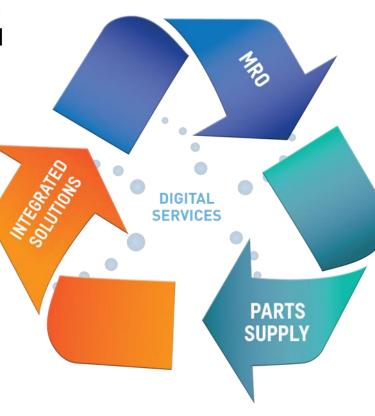
aero structures and interiors for commercial and

government customers

Drive growth through best-in-class services within each discipline and leverage each to reinforce and grow the whole

#### **Integrated Solutions**

- Increase strategic relationships with OEMs and repair vendors through aggregated spend
- Provide parts for trading business
- Fund component repair capability development
- Proprietary demand for parts supply
- Long-term contractual revenue



#### **MRO Services**

- Strategic relationship with airlines
- Build technical repair knowledge
  and collect data
- Support integrated solutions with component repair
- Generates parts requirements

#### **Parts Supply**

- Inventory pooling with programs
- Transactional data collection for more effective purchasing and program pricing
- Strategic relationship with OEMs

#### Digital will drive a more competitive offering for all services



## **AAR's Strategic Imperatives**

- Pursue connected businesses that reinforce collective growth prospects
- Expand margins through differentiated capabilities
- Increase our global footprint
- Leverage data and digital solutions to increase our competiveness
- Establish positioning on new generation aircraft platforms
  - Attract, empower and deploy exceptional, entrepreneurial talent

AAR is the leading independent Aviation Services provider serving global commercial and government markets

Deliver consistent sales growth, increase operating margins, drive ROIC and cash conversion



## Sal Marino

# Senior Vice President Aircraft & Engine Part Sales and Corporate Officer (23 years with AAR CORP)

- Senior Vice President Aircraft & Engine Part Sales and Corporate Officer (2017-Present)
- Vice President of Airframe and Engine Trading group (2014-2017)
- Vice President of AAR Aircraft Turbine Center (2005-2014)
- Vice President of GE and Rolls Royce Engine Products (1999-2005)
- Manager of GE & Rolls Royce Engine Products (1996-1999)
- Product Line Specialist of GE & Rolls Royce Engine Products (1994-1996)
- Education:
  - AAS in Aviation Flight and a BS in Aviation Management from Southern Illinois University
  - Holds a commercial instrument and multi-pilot instrument rating



## **Aviation Services | Parts Supply**

## **STRATEGY & FOCUS**

- **Opportunistic purchasing:** Utilize market reach to make inventory buys from OEMs, airlines and other brokers
- Inventory alignment: Synchronize airframe stocking positions with PBH programs portfolio
- **Exchange program expansion:** Leverage Trading and Program rotable asset pools through enhanced exchange program
- Adjacent market expansion: Expand into Regional, Rotorcraft and Business Aviation markets

## **RECENT WINS**

### CHROMALLOY

📥 DELTA







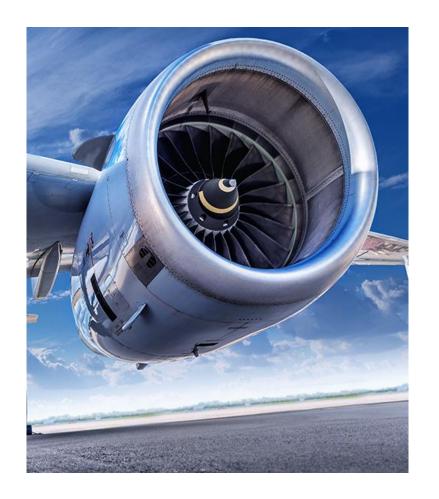
## **Parts Supply** | New product offerings

- Introduced four new product lines
  - Example: ATR parts support offering with ACLAS acquisition
  - Example: Acquired multiple rotorcraft to trade assets and part out
- Establishing 24/7 AOG desk aligned with PBH Programs
- Expanded loan, lease, exchange on airframe components new digital tools coming soon
- Expanded Engine lease pool offerings for time continued and build up engines





- Exclusive engine parts supplier for 12 years for 20 + annual engine shop visits with a large MRO of wide body engines
- Exclusive support with an operator for 5 years on multiple narrow body engine shop visits with set pricing
- Exclusive multi year to acquire, repair, and redeliver narrow body engines with a major engine lessor





## **ERIC J. YOUNG**

## Senior Vice President, OEM Aftermarket Solutions (Distribution)

(5 years with AAR)

- Senior Vice President, OEM Aftermarket Solutions (2015-Current)
- Vice President and General Manager, Nordisk Aviation Products (2013-2015)
- Senior Director, Office of the President (2012-2013)
- Prior to AAR, investment banking and private equity
- Education:
  - MBA from Harvard Business School
  - BS, Industrial Engineering from Northwestern University



## **Aviation Services | OEM Aftermarket Solutions (Distribution)**

## **STRATEGY & FOCUS**

## AAR OAS is positioned to benefit from trends facing component OEMs:

- Pricing pressures from Airframe OEM customers
- Competitive market pressures from surplus, PMA and third party repair shops
- Competing overhead priorities and stringent service requirements with new platforms

#### Leverage major AAR OAS differentiators:

- World-class scale in both commercial and defense capabilities
- Synergies with AAR's broader OEM-centric business model

## Maximizing component OEM's margins by serving as a strategic and tactical aftermarket channel magnifier











## 10+ OPPORTUNITIES \$500 MILLION 5-10 YEAR TERMS



**RECENT WINS** 





Leading OEM of electrical and mechanical components for aircraft engines and airframes.



Leading OEM of technologies for hydraulic systems, fuel systems, motion control and engine solutions.

- Exciters, ignitor plugs, harnesses, PMGs across all major platforms (e.g., CFM56, GENx, V2500, CF34, LEAP)
- 10-year commercial and defense agreement (signed 2011)
- Exclusive distribution partner; previous channel consisted of multiple non-exclusive brokers
- China market a major portion of coverage
- Double-digit sales CAGR since contract inception

- Multiple agreements in place covering commercial and government markets, first signed in 2013
- AAR as exclusive distribution partner; Replaced incumbent on commercial side, new defense channel established
- Commercial sales run-rating materially above that of incumbent
- Green across all KPIs to Defense Logistics Agency (e.g., OTD, response time, etc.)

## **OEM Aftermarket Solutions** | Case studies



Integrated power generation and distribution systems, a subsidiary of AMETEK, Inc.



Sumitomo Precision Products Co. Ltd's Aerospace Products division, is a major OEM of propellers, landing gears, and heat exchangers.

- Exclusive agreement signed in 2017 covering U.S. and foreign governments
- Formerly taking the channel direct; Seeking expanded bandwidth in growing aftermarket sales
- Starter generators, generator control units, solid-state power controllers and relays, remote control circuit breakers, arc fault protection and engine monitoring systems across all major platforms (e.g., F-15, F-16, F/A-18, C130)
- Agreement executed in 2017 covers V2500 starter LRU and piece parts
- AAR serving as customer service magnifier as engine platform enters a mature stage of life and piece parts face PMA competition
- Synergistic with existing Defense / JMOD relationship with Sumitomo Corporation, SPP's largest shareholder

## **Aviation Services | MRO**

## **STRATEGY & FOCUS**

**1MRO approach:** World-class quality, performance and safety throughout our facility network and across our portfolio of services

Anchor tenants: Major-base load, long-term customers in each site

- Indianapolis occupied by Southwest and Republic
- Miami completely sold with Air Canada and one major U.S. airline
- Duluth: dedicated facility to one U.S. airline
- Trois-Rivieres occupied by Air Canada

Global expansion: Drive growth from new customers in new markets

• Joint venture to be announced soon

Capability enhancements: Invest in wide-body aircraft and other new

platforms



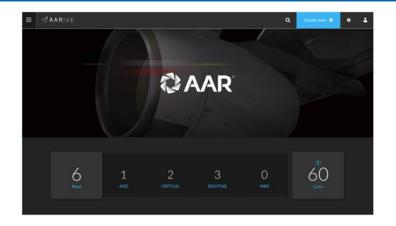
## IEGY & FOCUS

## **RECENT WINS**



## **Aviation Services | Integrated Solutions - Commercial**





## **STRATEGY & FOCUS**

- Successful International Expansion: Position assets and talent to increase international market share
- Enhance Customer Experience: Digital solutions to enhance customer experience and connect to customer operations
- **Data:** Utilize data collected from growing supported fleet to improve cost and develop more competitive proposals

## **RECENT WINS**



## 19 OPPORTUNITIES \$1.7 BILLION 5-10 YEAR TERMS

## **Commercial Programs Market Position**



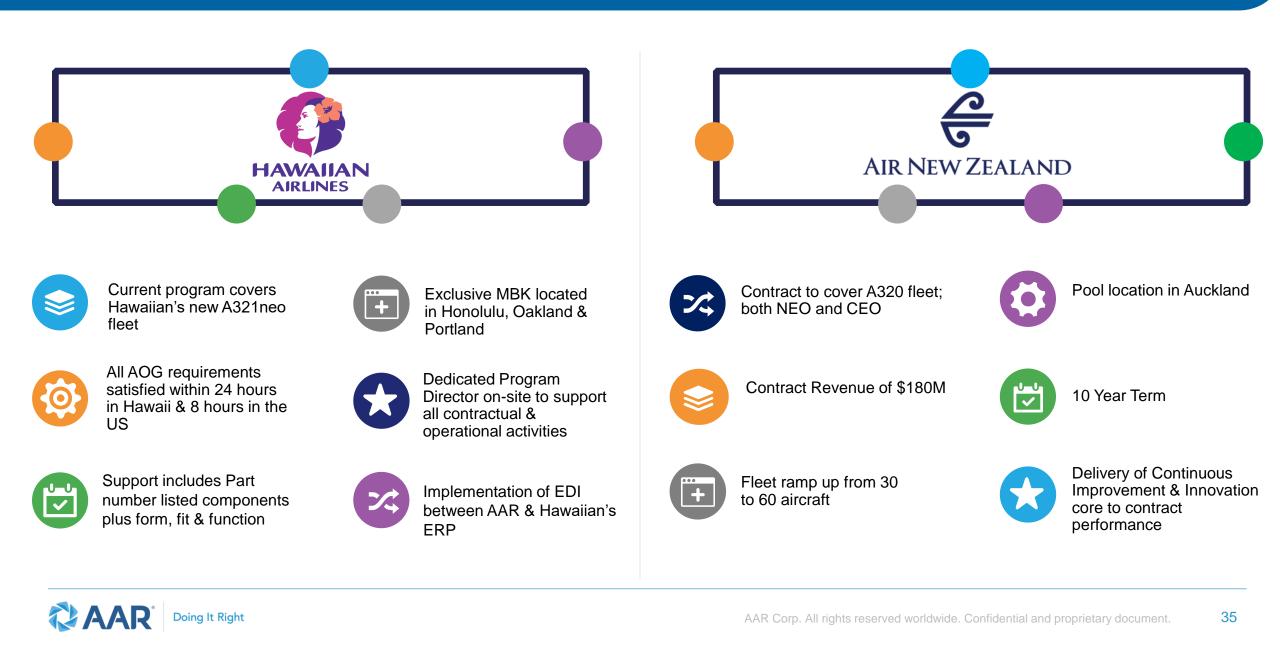
**Doing It Right** 

- Typically 5 to 15 year terms
- Fixed coverage list of parts
- Rate per flight hour, per aircraft, per month
- Repair only or with inventory support (leased in or sold)
- Growth lowers our marginal cost to support additional pool participants
- Ramp up based on fleet age and delivery schedule
- Typical economic profile:

Term:	15 years
Initial investment:	\$17M
Program Revenue	\$180M
Contribution	\$44M
ROIC / IRR:	>20%

- A may represent 15% of contract
- For some contracts, years 1-4 may represent 15% of contract value based on platform and delivery schedule

## Integrated Solutions I Commercial Case Studies



## Nicholas P. Gross

Senior Vice President, Integrated Solutions - Government

- Senior Vice President, Integrated Solutions Government, AAR CORP, (2016-Current)
- Chief Operating Officer, Michael Baker Global Services (2013-2016)
- Executive Vice President, Technical & Professional Services, KS International (2011 2013)
- Executive Vice President, DoD Programs, Sallyport Global Holdings (2006 2011)
- Various Positions, US Government Contracting (2000 2006)
- United States Air Force (1996 2000)
- Education: BS in Business Administration from Troy University



### **Integrated Solutions – Government**

#### **STRATEGY & FOCUS**

- Continue the shift from subcontractor to prime contractor but maintain a balanced portfolio comprised of both
- Focus on performance based logistics (PBL) and contractor logistics services (CLS) opportunities
- Leverage subcontract experience, cost structure and key relationships to develop competitive bids
- Apply commercial best practices where appropriate; utilize AAR's extensive commercial supply chain experience
- Integrate AAR's robust aviation services capabilities into comprehensive programmatic solutions for our Government customers

#### **RECENT WINS**



Royal Netherlands Air Force

23 OPPORTUNITIES \$2 BILLION 2-10 YEAR TERMS



### Integrated Solutions – Government | Landing Gear PBL





Doina It Riaht

- AAR Prime Contractor \$909M Landing gear repair / overhaul and supply chain services for the E-3, KC-135 and C-130 aircraft
  - 15 year performance based logistics (PBL) contract with US Air Force
    - First of its kind USAF outsourcing "Item Management" role to AAR and introducing "repatriation" requirement wherein AAR must partner with Government depot to increase throughput
    - AAR to accommodate ALL requisitions for the 3 fleets anywhere in the world at any time
  - Initial Operational Capability (IOC) December 1, 2017
    - Miami and Ogden warehouses operational, assets being received from the USG
  - Fully operational April 1, 2018

### Integrated Solutions – Government | Worldwide Aviation Support Services







Goal 2: AVIATION SUPPORT







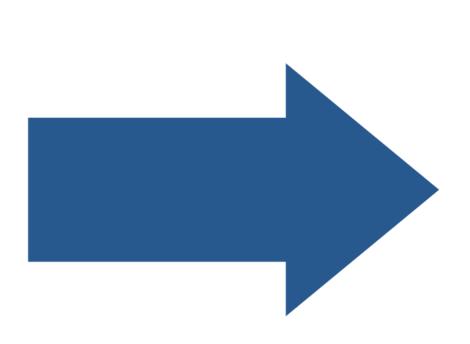
**Goal 4: STRATEGIC PLANS** 

- AAR Prime Contractor Ten year performance based contract with Department of State (DOS) to globally operate and maintain DOS's fleet of fixed and rotary wing aircraft
- Awarded to AAR on September 1, 2016
- Court of Federal Claims upheld the contract award on October 31, 2017
- Incumbent currently seeking injunction relief with the Court of Appeals
- Transition officially began November 1, 2017; fully operational by April 30, 2018
- Five current sites down from eight
- Estimated \$50M of transition revenue
- For planning purposes: Estimated AAR FY19 Revenue is \$200 \$225 Million (based on current scope although new requirements and sites could favorably impact this estimate)

#### **Increase focus on asset light**

**COCO** (Contractor Owned, Contractor Operated)

- Part 135 Airline Operations
- Search and Rescue (SAR)
- Asset Heavy



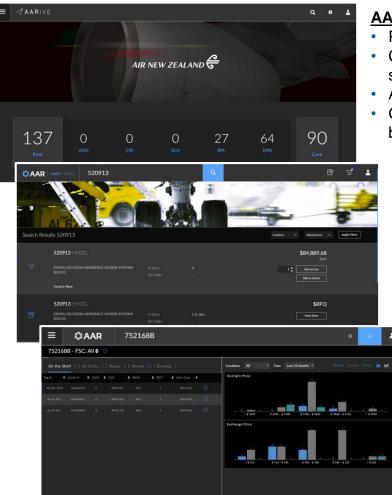
GOCO
(Government Owned,
Contractor Operated)

- Leverage Part 135
  airline's experience
  although no FAA
  certificate required
- Fleet Management and Operations (e.g. INL/A)
- Asset Light



## **Digital Services at AAR**

- OEMs and others have solidly stated the value of data and technology
- Deploy key technology leadership and digital talent throughout the organization
- Overlay digital across the business, investing in our internal efficiencies
- Partner with customers to identify and co-develop digital applications that deliver enhanced market value
- Identify key technology and industry partnerships that will increase innovative velocity



#### **AAR**ive

- Portal for IS program customers
- Complete real-time visibility of supply chain
- AAR inventory network
- Gets AAR on the desktop of buyers

#### pAARts Store

- New and aftermarket parts
- Buy, bid, loan and exchange
- Third-party listings
- Anywhere, anytime

#### **Quote Accelerator**

- Internal enablement
- Speed and quality of quote
- Standardization
- Data collection

#### Digital will be embedded in company culture and position future growth



AAR is the leading independent Aviation Services provider serving global commercial and government markets

- Pursue connected businesses that reinforce collective growth prospects
- Expand margins through differentiated capabilities
- Increase our global footprint
- Leverage data and digital solutions to deliver lower customer costs
- Establish positioning on new generation aircraft platforms
- Attract, empower and deploy exceptional, entrepreneurial talent

Deliver consistent sales growth, increase operating margins, drive ROIC and cash conversion



## Michael D. Milligan

**Chief Financial Officer** 

- Chief Financial Officer of AAR CORP (2017-Current)
- Chief Financial Officer of NES Rentals Holdings, Inc. (2002-2017)
- Chief Financial Officer of Telenisus Corporation (2000-2001)
- Partner at PricewaterhouseCoopers (1986-2000)
- Education: BA from University of South Florida

### **AAR Strong Financial Position**



- Robust business fundamentals in Aviation Services
- Continued growth projected in revenue and earnings
- Diverse global customer base
- INL/A award by Department of State
- Strong balance sheet to support internal and external opportunities



## **YTD18 Financial Highlights**

• Sales of \$888.9 million, up 7.3%

**Doing It Right** 

- Aviation Services up \$81.6M versus prior year
- Adjusted gross profit increased to \$137.0 million, up 7.3% (before Q2 impairment charge of \$51.6 million)
  - Aviation Services increased to \$123.8M, up 13%
- Adjusted SG&A expenses were 11.3% of sales compared to 11.0% due to increased business development efforts and legal costs
- Q2 Impairment charge in Expeditionary Services of \$54.2 million included write-downs for:
  - Aircraft \$14.5M, inventory \$21.2M, rotable assets \$15.9M = \$51.6M + other assets of \$2.6M
- Adjusted diluted EPS from continuing operations of \$0.66 compared to prior year EPS of \$0.64
  - YTD results included Airlift operating losses, legal and deal related costs of \$0.08
- Adjusted LTM ROIC\* of 7.47% vs. 7.15% in previous period

### **1H FY18 - Financial Results**

Doing It Right

	SIX MONTHS ENDED NOVEMBER 30, in millions							
			<b>2017</b>	15	2016		\$Δ	%Δ
AVIATION	Sales	\$	762.9	\$	681.3	\$	81.6	12.0%
SERVICES	Gross Profit	\$	123.8	\$	109.4	\$	14.4	13.2%
			2017	_	2016		\$ <b>Δ</b>	%Δ
EXPEDITIONARY	Sales	\$	126.0	\$	147.3	\$	(21.3)	-14.5%
SERVICES	Gross Profit (Loss)	\$	(38.4)	\$	18.3	\$	(56.7)	nm
SERVICES	Adjusted Gross Profit *	\$	13.2	\$	18.3	\$	(5.1)	-27.9%
			2017		2016		\$ Δ	%Δ
			2017		2010		Y <b>L</b>	
	Sales	\$	888.9	\$	828.6	\$	60.3	7.3%
	Operating Income (Loss)	\$	(17.4)	\$	36.6	\$	(54.0)	nm
	Adjusted Operating Income*	\$	36.8	\$	36.6	\$	0.2	0.5%
AAR	Net Income (Loss)	\$	(12.0)	\$	21.6	\$	(33.6)	nm
	Adjusted Net Income *	\$	22.7	\$	21.6		1.10	5.1%
	Diluted EPS	\$	(0.35)	\$	0.64		(0.99)	nm
	Adjusted Diluted EPS *	\$	0.66	\$	0.64		0.02	3.1%

\* See Appendix for reconciliations of Non-GAAP Financial Measures

In millions	Actual 11/30/17	Year End <b>5/31/17</b>	Variance
Net Accounts Receivable	\$258.4	\$251.4	\$7.0
Net Inventory	\$479.4	·	(\$3.7)
Rotable Assets – Long Term	\$180.4	\$159.6	\$20.8
Total Assets	\$1,544.3	\$1,504.1	\$40.2
Net Debt	\$192.3	\$149.0	\$43.3
Total Liabilities	\$637.8	\$589.9	\$47.9
Total Equity	\$906.5	\$914.2	(\$7.7)
Availability Under Bank Lines	\$325.3	\$365.0	(\$39.7)
Net Debt/Capital	12.5%	9.9%	2.6 pts
Net Debt/Adjusted EBITDA	1.3x	1.1x	0.2 turns

YTD FY2018 Significant Cash Sources & (Uses) LT Rotable equipment (\$28.4M) • Capex (\$17.9M) • Acquisition of Premier (\$22.9M) • Stock buyback (\$5.2M) • Paid dividends (\$5.2M) • Sale of aircraft JVs \$7.3M • Additional cash from operations \$18.5M • Other non-operating cash flows <u>\$10.5M</u> Net debt increase (\$43.3M) •

#### Positive cash from operations through year end





- Organic sales growth of 5%-10%
- Earnings per share growth of 10%-12%
- SG&A as % of sales to 10% or less
- 15% 20% ROIC on capital on new deals
- Year-over-year improvement in ROIC
- Working capital turnover of 3.5x 4x
- Max leverage of 3.5x EBITDA



Sales =

# \$2.1B to \$2.2B

# Adjusted EBITDA = \$180M to \$190M

Diluted EPS =

\$2.50 to \$2.80

- Strong leadership team
- Our end markets are healthy and growing
- Robust opportunity pipeline
- Strong Balance Sheet

## **AAR is well positioned**







# Appendix



Adjusted gross profit, adjusted SG&A expenses, adjusted operating income, adjusted net income, adjusted diluted earnings per share from continuing operations, adjusted EBITDA, adjusted return on invested capital and net debt are "non-GAAP financial measures" as defined in Regulation G of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We believe these non-GAAP financial measures are relevant and useful for investors as they provide a better understanding of our actual operating performance unaffected by the impact of impairments and other items. When reviewed in conjunction with our GAAP results and the accompanying reconciliations, we believe these non-GAAP financial measures provide additional information that is useful to gain an understanding of the factors and trends affecting our business and provide a means by which to compare our operating performance against that of other companies in the industries we compete.

Adjusted EBITDA represents income (loss) from continuing operations before interest expense, interest income, income taxes (benefit), depreciation and amortization, stock-based compensation and items of a non-recurring nature including asset impairments and gains on certain asset sales.

Adjusted return on invested capital (Adjusted ROIC) utilizes operating income (loss) excluding the impact of impairments and other items and we believe Adjusted ROIC provides useful supplemental information for management and investors by measuring the effectiveness of our use of invested capital to generate profits.

Net debt represents total debt less cash and cash equivalents and we believe that the presentation of net debt provides useful information for management and investors to evaluate overall liquidity, financial flexibility, capital structure and leverage.

Pursuant to the requirements of Regulation G of the Exchange Act, we are providing the following tables that reconcile the above mentioned non-GAAP financial measures to the most directly comparable GAAP financial measures:



### **Non-GAAP Financial Measures**

	SIX MONTHS ENDED NOVEMBER 30,			
\$ in millions		2017		2016
Expeditionary Services gross profit (loss) Impairment and other charges	\$ ,	(38.4) 51.6	\$ 	18.3
Expeditionary Services adjusted gross profit	\$	13.2	\$	18.3
Consolidated gross profit (loss)	\$	85.4	\$	127.7
Impairment and other charges		51.6		-
Consolidated adjusted gross profit	\$_	137.0	\$	127.7
Selling, general and administrative expenses	\$	102.8	\$	91.1
Less: Impairment and other charges	د	2.6	د —	- 01.1
Adjusted selling, general and administrative expenses	ڊ =	100.2	\$ <u>_</u>	91.1
Net income (loss)	\$	(12.0)	\$	21.6
Impairment and other charges, net of tax		34.7		-
Adjusted net income	\$_	22.7	\$	21.6
Diluted earnings per share from continuing operations	\$	(0.35)	\$	0.64
Impairment and other charges, net of tax		1.01		-
Adjusted diluted earnings per share from continuing operations	\$	0.66	\$	0.64

Construction Construction

	TWELVE MONTHS ENDED NOVEMBER 30,				
\$ in millions		2016			
Operating income	\$	25.6	\$	71.5	
Impairment and other charges	54.2				
Adjusted operating income	79.8 72				
Average invested capital	1,068.9 999				
Adjusted return on invested capital	7.47% 7.15				



	SIX MONTHS ENDED NOVEMBER 30,			
\$ in millions		2016		
Operating income (loss)	\$	(17.4) \$	36.6	
Impairment and other charges Adjusted operating income		<u> </u>	- 36.6	



	SIX MONTHS ENDED NOVEMBER 30,				YEAR ENDED	
\$ in millions		2017 2016			FY2017	
Income (Loss) from continuing operations	\$	(11.9)	\$	22.0	\$	50.2
Impairment and other charges		54.2		-		-
Gain on asset disposal		-		(2.6)		(2.6)
Depreciation and intangible amortization		28.5		24.3		52.9
Stock-based compensation		5.4		4.9		11.0
Interest expense, net		3.6		2.4		5.3
Income tax expense (benefit)		(9.1)		12.2		24.1
Adjusted EBITDA	\$	70.7	\$	63.2	\$	140.9

\$ in millions	NO	NOVEMBER 30, 2017		
Total debt	\$	219.4 \$	159.3	
Less: Cash and cash equivalents		(27.1)	(10.3)	
Net debt	\$	192.3 \$	149.0	